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## **THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in doubt** as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in **Zhongyuan Bank Co., Ltd.\***, you should at once hand this circular, together with the form of proxy to the purchaser(s) or transferee(s) or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).

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### **中原银行股份有限公司\*** **ZHONGYUAN BANK CO., LTD.\***

*(A joint stock company incorporated in the People's Republic of China with limited liability)*  
**(Stock Code: 1216)**

#### **IMPLEMENTATION PLANS FOR THE ACQUISITION OF JIAXIAN GUANGTIAN COUNTY BANK AND XIANGCHENG ZHONGYUAN RURAL BANK AND ESTABLISHMENT OF BRANCHES, AUTHORIZING THE SENIOR MANAGEMENT TO HANDLE MATTERS RELATED TO THE ACQUISITION AND MERGER BY ABSORPTION AND NOTICE OF THE 2025 THIRD EXTRAORDINARY GENERAL MEETING**

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The Letter from the Board is set out on pages 3 to 7 of this circular.

The Bank will physically convene the 2025 Third EGM at 3:00 p.m. on December 24, 2025 (Wednesday) at Zhongyuan Bank Building, No. 9 Waihuan Road, Financial Island, Zhengdong New District, Zhengzhou, Henan Province, the PRC. The Notice of the 2025 Third Extraordinary General Meeting is set out on pages EGM-1 to EGM-3 of this circular.

Whether or not you intend to attend and/or vote at the 2025 Third EGM in person, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return the form of proxy to the H Share Registrar (for the H Shareholders) or to the office of the Board (for the Domestic Shareholders) as soon as possible and in any event not less than 24 hours before the scheduled time for the holding of the 2025 Third EGM or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the 2025 Third EGM or any adjournment thereof should you so wish.

\* *Zhongyuan Bank Co., Ltd. is not an authorized institution within the meaning of the Banking Ordinance (Chapter 155 of the Laws of Hong Kong), is not subject to the supervision of the Hong Kong Monetary Authority, and is not authorized to carry on banking and/or deposit-taking business in Hong Kong.*

December 4, 2025

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## DEFINITIONS

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*In this circular, unless the context otherwise requires, the following expressions shall have the meanings set out below:*

“2025 Third Extraordinary General Meeting” or “2025 Third EGM”	the 2025 third extraordinary general meeting to be physically held by the Bank at Zhongyuan Bank Building, No. 9 Waihuan Road, Financial Island, Zhengdong New District, Zhengzhou, Henan Province, the PRC at 3:00 p.m. on December 24, 2025 (Wednesday)
“Acquisition” or “Acquisition and Merger by Absorption”	the Bank’s acquisition of Jiaxian Guangtian County Bank and Xiangcheng Zhongyuan Rural Bank, and restructuring of them into branches of Zhongyuan Bank and merger of Jiaxian Guangtian County Bank and Xiangcheng Zhongyuan Rural Bank by absorption
“Articles of Association of the Bank”	the articles of association of the Bank, as amended, supplemented or otherwise modified from time to time
“Bank” or “Zhongyuan Bank”	Zhongyuan Bank Co., Ltd.* (中原銀行股份有限公司*), a joint stock company incorporated on December 23, 2014 in the PRC with limited liability, the H Shares of which are listed on the Main Board of the Stock Exchange, and, if the context requires, including its predecessors, branches, sub-branches and subsidiaries
“Board” or “Board of Directors”	the board of directors of the Bank
“Company Law”	the Company Law of the People’s Republic of China
“Director(s)”	the director(s) of the Bank
“Domestic Share(s)”	the ordinary share(s) issued by the Bank in the PRC with a nominal value of RMB1.00 each, which is/are subscribed for or credited as paid up in RMB
“Domestic Shareholder(s)”	the holder(s) of the Domestic Share(s)
“H Share(s)”	the overseas-listed ordinary share(s) in the share capital of the Bank, which is/are listed on the Main Board of the Stock Exchange (Stock Code: 1216) and traded in Hong Kong dollars, and has/have a nominal value of RMB1.00 each

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## DEFINITIONS

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“H Share Registrar”	Computershare Hong Kong Investor Services Limited, the H share registrar of the Bank
“H Shareholder(s)”	the holder(s) of the H Share(s)
“Hong Kong”	Hong Kong Special Administrative Region of the PRC
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended, supplemented or otherwise modified from time to time
“Jiaxian Guangtian County Bank”	Jiaxian Guangtian County Bank Co., Ltd. (郟縣廣天村鎮銀行股份有限公司), a joint stock company established in the PRC on October 23, 2009 and a subsidiary of the Bank
“Xiangcheng Zhongyuan Rural Bank”	Xiangcheng Zhongyuan Rural Bank Co., Ltd. (襄城中原村鎮銀行股份有限公司), a joint stock company established in the PRC on October 27, 2011 and a subsidiary of the Bank
“PRC” or “China”	the People’s Republic of China, which, for the purpose of this circular only, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan of the PRC
“Share(s)”	the ordinary share(s) in the share capital of the Bank with a nominal value of RMB1.00 each, including the Domestic Share(s) and the H Share(s)
“Shareholder(s)”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

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## LETTER FROM THE BOARD

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### 中原銀行股份有限公司\* ZHONGYUAN BANK CO., LTD.\*

(A joint stock company incorporated in the People's Republic of China with limited liability)  
(Stock Code: 1216)

***Executive Director:***

Mr. GUO Hao

***Non-executive Directors:***

Mr. FENG Ruofan

Ms. ZHANG Shu

***Independent non-executive Directors:***

Mr. XU Yiguo

Ms. ZHAO Zijian

Mr. WANG Maobin

Mr. PAN Xinmin

Mr. GAO Pingyang

***Registered office in the PRC:***

No. 9 Waihuan Road, Financial Island

Zhengdong New District

Zhengzhou

Henan Province, the PRC

***Principal place of business  
in Hong Kong:***

40/F, Dah Sing Financial Centre

248 Queen's Road East

Wanchai

Hong Kong

*To the Shareholders,*

Dear Sir or Madam,

**IMPLEMENTATION PLANS FOR THE ACQUISITION OF JIAXIAN  
GUANGTIAN COUNTY BANK AND XIANGCHENG ZHONGYUAN RURAL  
BANK AND ESTABLISHMENT OF BRANCHES,  
AUTHORIZING THE SENIOR MANAGEMENT TO HANDLE MATTERS  
RELATED TO THE ACQUISITION AND MERGER BY ABSORPTION  
AND  
NOTICE OF THE 2025 THIRD EXTRAORDINARY GENERAL MEETING**

#### **I. INTRODUCTION**

The Bank will convene the 2025 Third EGM at 3:00 p.m. on December 24, 2025 (Wednesday) at which the resolutions will be proposed for the Shareholders to consider and approve, if thought fit, the followings, including: (1) the implementation plans for the acquisition of Jiaxian Guangtian County Bank and Xiangcheng Zhongyuan Rural Bank and establishment of branches; and (2) authorizing the senior management to handle matters related to the Acquisition and Merger by Absorption.

The purpose of this circular is to provide you with the details of the resolutions above. The Notice of the 2025 Third Extraordinary General Meeting is set out on pages EGM-1 to EGM-3 of this circular.

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## LETTER FROM THE BOARD

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### II. MATTERS TO BE PROPOSED AT THE 2025 THIRD EGM

#### 1. Implementation Plans for the Acquisition of Jiaxian Guangtian County Bank and Xiangcheng Zhongyuan Rural Bank and Establishment of Branches

In order to implement the spirit of the relevant policies of the CPC Central Committee and the State Council on winning the battle of preventing and resolving financial risks with determination, the Bank will propose to acquire Jiaxian Guangtian County Bank and Xiangcheng Zhongyuan Rural Bank, restructure them into branches of Zhongyuan Bank and merge Jiaxian Guangtian County Bank and Xiangcheng Zhongyuan Rural Bank by absorption.

##### *I. Basic Information of County and Rural Banks Proposed to be Acquired*

Jiaxian Guangtian County Bank was established on October 23, 2009, initiated by Zhongyuan Bank (former Bank of Pingdingshan Co., Ltd.), with a registered capital of RMB78 million, of which 51.28% is held by the Bank.

Xiangcheng Zhongyuan Rural Bank was established on October 27, 2011, initiated by Zhongyuan Bank (former Bank of Shangqiu Co., Ltd.), with a registered capital of RMB61 million, of which 51% is held by the Bank.

The financial statements of Jiaxian Guangtian County Bank and Xiangcheng Zhongyuan Rural Bank, subsidiaries of the Bank, have been included in the scope of the Bank's consolidated statement. The acquisition of these county and rural banks has minor impact on the Bank's financial indicators.

##### *II. Implementation Method of the Acquisition*

Zhongyuan Bank will acquire Jiaxian Guangtian County Bank and Xiangcheng Zhongyuan Rural Bank, restructure them into branches of Zhongyuan Bank, thereby dissolving and revoking their legal person status, with all assets, liabilities, businesses, personnel, contracts and other rights and obligations of such county and rural banks to be assumed by Zhongyuan Bank. To implement the Acquisition, Zhongyuan Bank will, in accordance with the relevant policy documents issued by the Provincial Party Committee's Financial Commission and based on the asset valuation results filed with the state-owned regulatory authorities, determine the payment of consideration to other shareholders of these county and rural banks in compliance with applicable laws and regulations.

The Acquisition is still subject to the approval by the national financial regulatory authorities. The specific operation and procedures shall be implemented in accordance with the opinions of the regulatory authorities. In the event of significant changes or matters not stipulated above, adjustments will be made in compliance with relevant laws, regulations and corporate governance policies.

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## LETTER FROM THE BOARD

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### *III. Treatment for Creditors' Rights and Debts*

Zhongyuan Bank, Jiaxian Guangtian County Bank and Xiangcheng Zhongyuan Rural Bank will perform the creditor notification and announcement procedures in accordance with the requirements of the relevant laws and regulations, and will pay off or promote a third party to pay off their debts in advance or provide additional guarantees to their respective creditors in accordance with the requirements raised by their respective creditors within the statutory period. All outstanding debts and all creditors' rights of these county and rural banks will be inherited by Zhongyuan Bank upon completion of the Acquisition.

### *IV. Listing Rules Implication*

Based on the existing information, the highest applicable percentage ratios in respect of the acquisition of the aforementioned county and rural banks are expected to be lower than 5%, thus the above transactions do not constitute a notifiable transaction under Chapter 14 of the Listing Rules. In addition, the above transactions also do not constitute a connected transaction under Chapter 14A of the Listing Rules. Pursuant to the Company Law and other laws and regulations and the Articles of Association of the Bank, the acquisition of the aforementioned county and rural banks shall be proposed at the Shareholders' general meeting for approval.

This proposal has been considered and approved by the Board and is hereby submitted to the 2025 Third EGM for consideration by way of a special resolution.

## **2. Authorizing the Senior Management to Handle Matters Related to the Acquisition and Merger by Absorption**

In order to ensure the smooth implementation of matters relating to the Acquisition, in accordance with the Company Law and other laws and regulations and the Articles of Association of the Bank, it is hereby proposed to the Shareholders' general meeting to authorize the senior management to handle, at its absolute and sole discretion, all matters relating to the Acquisition within the scope of the relevant laws and regulations, including but not limited to: making necessary amendments and adjustments to the specific proposal of the Acquisition, determining the transaction consideration for the Acquisition in accordance with the relevant policy documents issued by the Provincial Party Committee's Financial Commission and based on the asset valuation results filed with the state-owned regulatory authorities after the results of the liquidation and asset valuation of Jiaxian Guangtian County Bank and Xiangcheng Zhongyuan Rural Bank have been approved/filed by the state-owned regulatory authorities or deciding to terminate the Acquisition; handling all the approval, registration and other related procedures involved in the Acquisition in respect of the matters relating to the Acquisition; preparation, signing and completion of all the documents relating to the Acquisition, and making corresponding supplements or adjustments to the filing documents in accordance with the requirements of the relevant regulatory or approval authorities; handling all information disclosure matters in relation to the Acquisition.

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## LETTER FROM THE BOARD

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The implementation of the Acquisition is subject to the approval or authorization of the national financial regulatory authorities and other relevant regulatory authorities. The foregoing authorization shall be valid for a period of 12 months from the date of consideration and approval by the 2025 Third EGM, provided that Zhongyuan Bank has obtained the approval or ratification documents from the regulatory authorities in respect of the Acquisition within such validity period, the validity period of the authorization shall be automatically extended to the date of completion of the Acquisition.

This proposal has been considered and approved by the Board and is hereby submitted to the 2025 Third EGM for consideration by way of a special resolution.

### III. THE 2025 THIRD EGM

The Bank will convene the 2025 Third EGM at 3:00 p.m. on December 24, 2025 (Wednesday) at Zhongyuan Bank Building, No. 9 Waihuan Road, Financial Island, Zhengdong New District, Zhengzhou, Henan Province, the PRC, to consider and approve, if thought fit, the resolutions as set out in the Notice of the 2025 Third Extraordinary General Meeting. The Notice of the 2025 Third Extraordinary General Meeting is set out on pages EGM-1 to EGM-3 of this circular.

Whether or not you intend to attend and/or vote at the 2025 Third EGM in person, you are requested to complete the form of proxy in accordance with the instructions printed thereon. Completion and return of the form of proxy will not preclude you from attending in person or voting at the 2025 Third EGM or any adjournment thereof should you so wish.

### IV. VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any vote by the Shareholders at the 2025 Third EGM shall be taken by way of poll except where the chairman of the 2025 Third EGM in good faith decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands.

To the best knowledge of the Directors, no Shareholder or its associate (as defined under the Listing Rules) is deemed to have a material interest in the resolutions to be proposed at the 2025 Third EGM, and therefore, no Shareholder is required to abstain from voting on the resolutions at the 2025 Third EGM.

The voting results of the 2025 Third EGM will be published on both the websites of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Bank ([www.zybank.com.cn](http://www.zybank.com.cn)) in accordance with the Listing Rules.



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## LETTER FROM THE BOARD

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### V. CLOSURE OF THE REGISTER OF MEMBERS AND THE ELIGIBILITY FOR ATTENDING AND VOTING AT THE 2025 THIRD EGM

The Bank's register of members will be closed from December 19, 2025 (Friday) to December 24, 2025 (Wednesday), both days inclusive, during which period no transfer of Shares will be effected. The Shareholders whose names appear in the Bank's register of members on December 19, 2025 (Friday) shall be entitled to attend and vote at the 2025 Third EGM.

For a Shareholder to be eligible for attending and voting at the 2025 Third EGM, all transfer documents together with the relevant share certificates and other appropriate documents must be delivered to the Bank's H Share Registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for the H Shareholders) or the office of the Board at Zhongyuan Bank Building, No. 9 Waihuan Road, Financial Island, Zhengdong New District, Zhengzhou, Henan Province, the PRC (for the Domestic Shareholders) not later than 4:30 p.m. on December 18, 2025 (Thursday) for registration.

### VI. RECOMMENDATION

The Board (including the independent non-executive Directors) considers that all the resolutions to be proposed at the 2025 Third EGM are in the interests of the Bank and the Shareholders as a whole. Accordingly, the Board recommends that the Shareholders vote in favor of all the resolutions to be proposed at the 2025 Third EGM.

On behalf of the Board  
**Zhongyuan Bank Co., Ltd.\***  
**GUO Hao**  
*Chairman*

Zhengzhou, the PRC  
December 4, 2025

\* *Zhongyuan Bank Co., Ltd. is not an authorized institution within the meaning of the Banking Ordinance (Chapter 155 of the Laws of Hong Kong), is not subject to the supervision of the Hong Kong Monetary Authority, and is not authorized to carry on banking and/or deposit-taking business in Hong Kong.*

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# NOTICE OF THE 2025 THIRD EXTRAORDINARY GENERAL MEETING

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## 中原银行股份有限公司\* ZHONGYUAN BANK CO., LTD.\*

(A joint stock company incorporated in the People's Republic of China with limited liability)  
(Stock Code: 1216)

### NOTICE OF THE 2025 THIRD EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the 2025 third extraordinary general meeting (the “**2025 Third EGM**”) of Zhongyuan Bank Co., Ltd. (the “**Bank**”) will be physically held at 3:00 p.m. on December 24, 2025 (Wednesday) at Zhongyuan Bank Building, No. 9 Waihuan Road, Financial Island, Zhengdong New District, Zhengzhou, Henan Province, the PRC to consider and approve, if thought fit, the following resolutions:

#### SPECIAL RESOLUTIONS

1. To consider and approve the resolutions on the implementation plans for the acquisition of Jiaxian Guangtian County Bank and Xiangcheng Zhongyuan Rural Bank and establishment of branches:
  - (a) To consider and approve the resolution on the implementation plan for the acquisition of Jiaxian Guangtian County Bank and establishment of a branch;
  - (b) To consider and approve the resolution on the implementation plan for the acquisition of Xiangcheng Zhongyuan Rural Bank and establishment of a branch;
2. To consider and approve the resolution on authorizing the senior management to handle matters related to the acquisition and merger by absorption.

On behalf of the Board  
**Zhongyuan Bank Co., Ltd.\***  
**GUO Hao**  
Chairman

Zhengzhou, the PRC  
December 4, 2025

*As at the date of this notice, the Board of the Bank comprises Mr. GUO Hao as executive Director; Mr. FENG Ruofan and Ms. ZHANG Shu as non-executive Directors; and Mr. XU Yiguo, Ms. ZHAO Zijian, Mr. WANG Maobin, Mr. PAN Xinmin and Mr. GAO Pingyang as independent non-executive Directors.*

\* Zhongyuan Bank Co., Ltd. is not an authorized institution within the meaning of the Banking Ordinance (Chapter 155 of the Laws of Hong Kong), is not subject to the supervision of the Hong Kong Monetary Authority, and is not authorized to carry on banking and/or deposit-taking business in Hong Kong.

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# NOTICE OF THE 2025 THIRD EXTRAORDINARY GENERAL MEETING

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*Notes:*

1. Pursuant to the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), all resolutions proposed at the 2025 Third EGM will be voted by poll (except for the resolutions concerning relevant procedures or administrative matters which the chairman of the 2025 Third EGM decides to permit the vote by a show of hands). The voting results will be published on both the websites of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Bank ([www.zybank.com.cn](http://www.zybank.com.cn)) in accordance with the Listing Rules.

2. **CLOSURE OF THE REGISTER OF MEMBERS**

The Bank’s register of members will be closed from December 19, 2025 (Friday) to December 24, 2025 (Wednesday), both days inclusive, during which period no transfer of the shares of the Bank (the “**Shares**”) will be effected. The shareholders of the Bank (the “**Shareholders**”) whose names appear in the Bank’s register of members on December 19, 2025 (Friday) shall be entitled to attend and vote at the 2025 Third EGM.

For a Shareholder to be eligible for attending and voting at the 2025 Third EGM, all transfer documents together with the relevant share certificates and other appropriate documents must be delivered to the Bank’s H Share Registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong (for the H Shareholders) or the office of the board of directors of the Bank (the “**Board**”) at Zhongyuan Bank Building, No. 9 Waihuan Road, Financial Island, Zhengdong New District, Zhengzhou, Henan Province, the PRC (for the Domestic Shareholders) not later than 4:30 p.m. on December 18, 2025 (Thursday) for registration.

3. **PROXY**

Any Shareholder entitled to attend and vote at the 2025 Third EGM is entitled to appoint one or more person(s) (if the Shareholder holds two or more issued Shares), whether (each of) such person is a Shareholder or not, as his/her/its proxy or proxies to attend and vote on his/her/its behalf at the 2025 Third EGM.

The proxy concerned must be appointed with a form of proxy. The form of proxy concerned must be signed by the principal or the representative duly authorized in writing by the principal. If the principal is a legal person, the form of proxy shall be affixed with the common seal of the legal person or signed by its director or a representative duly authorized in writing. If the form of proxy appointing a proxy is signed by the authorized person of the principal under a power of attorney or other authorization documents given by the appointer, such power of attorney or other authorization documents shall be notarized and served at the same time as the form of proxy. To be valid, the form of proxy, together with a notarially certified copy of the power of attorney or other authority must be delivered to the H Share Registrar of the Bank, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong (for the H Shareholders) or to the office of the Board at Zhongyuan Bank Building, No. 9 Waihuan Road, Financial Island, Zhengdong New District, Zhengzhou, Henan Province, the PRC (for the Domestic Shareholders) not later than 24 hours before the scheduled time for the holding of the 2025 Third EGM or any adjournment thereof (as the case may be).

After the completion and return of the form of proxy, you can attend and vote in person at the 2025 Third EGM or any adjournment thereof should you so wish. In this case, the form of proxy will be deemed to have been revoked.

In case of registered joint holders of any Shares, one of the registered joint holders can vote on such Shares at the 2025 Third EGM in person or by proxy as the only holder entitled to vote. If one or more registered joint holders attend the 2025 Third EGM in person or by proxy, the vote of the person (in person or by proxy) whose name appears first in the Bank’s register of members will be accepted as the sole and exclusive vote of the joint holders.

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## NOTICE OF THE 2025 THIRD EXTRAORDINARY GENERAL MEETING

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### 4. MISCELLANEOUS

The Shareholders or their proxies shall present their identity documents when attending the 2025 Third EGM (or any adjournment thereof). The legal representative of or any other persons officially authorized by a corporate Shareholder shall present his/her identity documents and the notarially certified documents for appointment as a legal representative or valid authorization document(s) (as the case may be) when attending the 2025 Third EGM (or any adjournment thereof).

The 2025 Third EGM is expected to last for no more than half a business day. Shareholders and their representatives attending the meeting shall be responsible for their own traveling and accommodation expenses.

Address of Computershare Hong Kong Investor Services Limited:

17M Floor, Hopewell Centre  
183 Queen's Road East  
Wanchai  
Hong Kong  
Tel: (852) 2862 8555  
Fax: (852) 2865 0990

Address of the office of the Board:

Zhongyuan Bank Building  
No. 9 Waihuan Road, Financial Island  
Zhengdong New District  
Zhengzhou  
Henan Province  
the PRC  
Tel: (86) 0371-8551 7892/8551 7893  
Fax: (86) 0371-8551 9888

**The details about the aforesaid resolutions proposed for consideration and approval at the 2025 Third EGM were set out in the circular of the Bank dated December 4, 2025.**